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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

SEARS HOLDINGS CORPORATION, *et al.*,

Case No. 18-23538 (RDD)
(Jointly Administered)

Debtors.

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**JOINDER OF AVENEL REALTY ASSOCIATES, LLC AND THE WOLF FAMILY
SERIES LP D/B/A SERIES III, WOLF FAMILY SERIES LP D/B/A SERIES VII;
ONTARIO ENTERPRISES OF THE WOLF FAMILY SERIES LP IN OBJECTION
OF VARIOUS LANDLORDS TO NOTICES OF FILING OF REVISED PROPOSED
ORDER (I) APPROVING THE ASSET PURCHASE AGREEMENT AMONG
SELLERS AND BUYER, (II) AUTHORIZING THE SALE OF CERTAIN OF THE
DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND
ENCUMBRANCES, (III) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT
OF CERTAIN EXECUTORY CONTRACTS, AND LEASES IN CONNECTION
THEREWITH AND (IV) GRANTING RELATED RELIEF**

**Avenel Realty Associates, LLC and the Wolf Family Series LP d/b/a Series III, Wolf
Family Series LP d/b/a Series VII; Ontario Enterprises of the Wolf Family Series LP**

(collectively, and together with (the "RBL Landlords"), by its undersigned counsel, hereby joins
and adopts the Objection of Various Landlords as stated in Docket Numbers 2380 and 2380-1, as
if the same were set forth fully herein, to the *Notice of Filing Revised Proposed Order (I)*

Approving the Asset Purchase Agreement Among Sellers and Buyer (II) Authorizing the Sale of

Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief [Docket No. 2332] (the "First Revised Proposed Sale Order") and the Notice of Filing Second Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief [Docket No. 2378] (the "Second Revised Proposed Sale Order" and collectively, with the First Revised Sale Order, the "Landlords' Proposed Order").

RESERVATION OF RIGHTS

The RBL Landlords expressly reserve the right to amend, supplement, and/or modify this Joinder, and to file in the future, additional appropriate pleadings.

CONCLUSION

WHEREFORE, the RBL Landlords request that (i) if the Court approves the proposed sale of substantially all of the Debtors' business assets to the Buyer, any order approving the sale

incorporate the changes outlined in the Landlords' Proposed Sale Order and (ii) grant to the RBL Landlords such other and further relief as is just and appropriate.

Dated: New York, New York
February 5, 2019

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